



November 4, 2015

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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**Re: *Applications of Charter Communications, Inc., Time Warner Cable Inc.,
and Advance/Newhouse Partnership for Consent to the Transfer of Control
of Licenses and Authorizations, MB Docket No. 15-149***

REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch,

Time Warner Cable Inc. (“TWC”) hereby submits a supplemental response to the Commission’s Information and Data Request, dated September 21, 2015 (the “Request”). Pursuant to the Protective Order,¹ TWC submits the Public version of this filing via electronic filing. A Highly Confidential version of this submission is being filed simultaneously under separate cover and will be made available for inspection pursuant to the terms of the Protective Order.

TWC has made diligent efforts to ensure that none of the documents it is submitting herewith are privileged under the attorney-client privilege or attorney work product doctrine. To the extent that any privileged documents may have been inadvertently produced, such production does not constitute a waiver of any applicable privilege. TWC requests that any privileged documents inadvertently produced be returned to TWC as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.

¹ *Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership For Consent To Assign or Transfer Control of Licenses and Authorizations*, Protective Order, MB Docket No. 15-149, FCC 15-100 (rel. Sept. 11, 2015).

Please contact the undersigned should you have any questions.

Respectfully submitted,

/s/ Matthew A. Brill

Matthew A. Brill
of LATHAM & WATKINS LLP
Counsel for Time Warner Cable Inc.

Enclosures

cc: Owen Kendler



Time Warner Cable Inc.

**RESPONSE TO THE INFORMATION AND DATA REQUESTS ISSUED
TO TIME WARNER CABLE INC. ON SEPTEMBER 21, 2015 BY THE
FEDERAL COMMUNICATIONS COMMISSION**

November 4, 2015

SUPPLEMENTAL NARRATIVE RESPONSE

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INTERROGATORIES AND RESPONSES

SPECIFICATION 3:

Describe, and identify documents sufficient to show, the Company’s past and current business and deployment plans with respect to:

- (a) DOCSIS 3.1;**
- (b) IP cable and Wi-Fi access;**
- (c) mobile wireless broadband services;**
- (d) any OVD service inside or outside of the Company’s current service area;**
- (e) wireless backhaul services;**
- (f) Build-out to additional homes in your footprint or franchise area, including the Application’s claim that the Company will “build out one million line extensions of our networks to homes in our franchise area”;**
- (g) IP set-top-boxes;**
- (h) user interfaces and programming guides for subscribers;**
- (i) increasing speeds for Internet broadband services;**
- (j) business services; and**
- (k) time-shifted and place-shifted video programming.**

October 13, 2015 Response to Specification 3(d):

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}} See Exhibits 3d-01 through 3d-04 for information responsive to this request.

Supplemental Response to Specification 3(d):

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SPECIFICATION 10:

Identify each instance, including the relevant dates, where an MVPD has discussed with you or any of your officers, directors, or executives raising, threatened to raise, or has raised, a program access complaint as a means to obtain the right to distribute video programming in which you or any of your officers, directors, or executives, or any entity sharing officers, directors, executives or attributable interest holders with New Charter, has an attributable interest or has distribution rights, including via VOD and PPV, and separately for each type of video programming (i.e., standard or high definition), describe:

(a) the nature of the dispute or issue;

(b) the persons involved in the dispute; and

(c) how and whether the dispute or issue was resolved. To the extent the dispute was settled, explain whether the settlement required program access to the complaining party, and produce all documents relating to each instance identified, and any settlement thereof.

Response to Specification 10:

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All non-privileged documents requested in the specification will be submitted shortly in a supplemental document production.

Supplemental Response to Specification 10:

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SPECIFICATION 15:

Identify each instance in which the Company analyzed or considered introducing or acquiring an OVD service (including in-footprint service or out-of-footprint service) and for each such instance:

- (a) describe the timing of the analysis or consideration;**
- (b) describe the service, including content, projected prices, and customers to which it would be offered, including whether the intended customers would be existing customers, other customers within your footprint, and customers outside your footprint;**
- (c) discuss any decision made and the reasons for the decision or factors considered;**
- (d) identify all employees or agents of the Company involved in the analysis or consideration;**
- (e) provide all documents related to the analysis and consideration; and**
- (f) identify documents sufficient to support your answers for each (a), (b), (c), and (d) above.**

Response to Specification 15:

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See TWC's response to Specification 3(d), and the exhibits cited therein, for additional information responsive to this specification. TWC has provided non-privileged documents responsive to this specification in its documentary response.

Supplemental Response to Specification 15:

See TWC's supplemental response to Specification 3(d) for additional information responsive to this specification.

SPECIFICATION 24:

Describe, and produce all documents relating to, reflecting, or describing, the Company's pricing of integrated and unintegrated cable modems, and billing policies and practices, in effect at any time between January 1, 2012 and the present.

Response to Specification 24:

Exhibit 24-01 provides detailed information regarding TWC's pricing of leased cable modems during the relevant time frame. Before March 2012, TWC did not separately charge subscribers for the lease of a cable modem. A separate line-item charge appears on subscriber bills when the modem lease fee applies, and such a line-item charge has been used since TWC began implementation of the modem lease fee in March 2012. The line item does not appear on the bills of unaffected subscribers—*i.e.*, subscribers who purchase their own compatible cable modem rather than leasing a device from TWC, and subscribers who do not purchase broadband Internet access service from TWC.

See TWC's response to Specification 25 for additional information responsive to this specification. *See also* TWC-DOJ-05010003 through TWC-DOJ-05013416 and TWCable-DOJ-000680069 through TWCable-DOJ-000681290 for copies of TWC's rate cards. TWC has provided non-privileged documents responsive to this specification in its documentary response. All other non-privileged documents requested in the specification will be submitted shortly in a supplemental document production.

Supplemental Response to Specification 24:

See TWC's supplemental response to Specification 25 for additional information responsive to this specification.

SPECIFICATION 25:

Separately for each cable modem billing policy or practice identified state:

- (a) when the Company established the policy or practice and the reasons for the policy or practice and altering or abandoning any prior policy or practice;**
- (b) any change to the policy or practice that has occurred at any time since January 1, 2012, including but not limited to, the date when the change in policy or practice took effect and the reasons for the change; and**
- (c) all effects that the transaction, if consummated, would have on any policy or practice.**

Response to Specification 25:

TWC began implementation of the modem lease fee in March 2012 and completed rollout across its footprint in the first quarter of 2014. TWC has not altered or abandoned its billing policy since that time.

[[

]

See TWC's response to Specification 24, and the exhibit cited therein, for additional information responsive to this specification.

Response to Specification 25(b):

TWC has not altered or abandoned its billing policy with respect to cable modems since it began implementation of the policy in March 2012.

Response to Specification 25(c):

Charter has stated that it intends to offer residential broadband Internet access service without modem fees following consummation of the merger. *See Application of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for*

Consent to the Transfer of Control of Licenses and Authorizations, Public Interest Statement, MB Docket No. 15-149, at 3 (filed June 25, 2015). TWC otherwise does not have non-privileged information responsive to this request within its possession, custody, or control. TWC respectfully submits that Charter alone possesses the information necessary to respond to this request.

Supplemental Response to Specification 25(b):

TWC implemented a cable modem lease fee in 2012 [[

]]

TWC's cable modem fees are {{

}}

SPECIFICATION 61:

At page 27, the Application asserts that New Charter will make wireless a larger piece of its broadband strategy by establishing “widespread, consumer-friendly out-of-home Wi-Fi networks.” Paragraph 15 of the Winfrey Declaration states that “New Charter also will evaluate the merits of leveraging in-home routers as public Wi-Fi access points and will have greater resources to devote to such a strategy.” Describe and explain in detail, and identify documents that support and demonstrate:

- (a) the Wi-Fi technology you plan to deploy and provide the number of in-home and the number of out-of-home Wi-Fi access points and their locations — in .csv format — by census block and latitude and longitude;
- (b) your plans both with and without the transaction to expand both in- and out-of-home Wi-Fi access points, including your coverage and capacity objectives;
- (c) how the transaction will allow New Charter to invest more efficiently in the technology and infrastructure to support delivery of a Wi-Fi network;
- (d) how construction of your Wi-Fi network will enable New Charter to make wireless a larger piece of its broadband Internet access service strategy;
- (e) why, and to what extent, leveraging in-home routers as public Wi-Fi access points is a benefit and will be part of New Charter’s Wi-Fi network;
- (f) whether and why New Charter would have “greater resources to devote to such a strategy;” and
- (g) the services and products against which New Charter’s Wi-Fi access points will compete, including the identity of New Charter’s largest anticipated competitors.

October 13, 2015 Response to Specification 61(a):

TWC directs the Commission to Charter’s response to Charter Specification 74 for information responsive to this specification.

October 13, 2015 Response to Specification 61(b):

By year end 2015, TWC plans to deploy {{ }} or more additional WiFi access points across its network, reaching a total of more than {{ }} access points. *See Exhibit 61-01 for information responsive to this specification.*

October 13, 2015 Response to Specification 61(c):

TWC directs the Commission to Charter’s response to Charter Specification 74 for information responsive to this specification.

Supplemental Response to Specification 61(a):

See Exhibit 61-02 for information responsive to this Specification.

Supplemental Response to Specification 61(b):

In its October 13 submission, TWC stated that it plans to have approximately {{ }} active Wi-Fi access points by the end of 2015. Although Exhibit 61-01 suggests that TWC will have {{ }} access points by the end of 2015, TWC estimates that {{ }}.

As of the date of this submission, TWC has approximately {{ }} active Wi-Fi access points (see Exhibit 61-02) and has installed just shy of its goal of {{ }} through the end of October 2015.

SPECIFICATION 73:

With respect to TWC Maxx:

(a) provide a list and produce and identify documents sufficient to determine:

(i) all cable systems (organized by DMA) that have been converted to TWC Maxx as of August 1, 2015;

(ii) all cable systems (organized by DMA) that the Company currently plans to convert to TWC Maxx by the end of 2015;

(iii) all cable systems (organized by DMA) that the Company currently plans to convert to TWC Maxx after 2015; and

(iv) all cable systems (organized by DMA) that the Company has no current plans to convert to TWC Maxx; and

(b) describe, and produce and identify documents to demonstrate:

(i) the Company's planned deployment of TWC Max by the end of 2015, after 2015, and where the Company does not plan to deploy TWC Maxx without the proposed transaction;

(ii) the Company's planned deployment of TWC Maxx by the end of 2015, after 2015, and where the Company does not plan to deploy TWC Maxx with the proposed transaction; and

(iii) how the Transaction will either accelerate or decelerate the Company's current TWC Maxx deployment plans.

October 13 Response to Specification 73(a)(i):

As of August 1, 2015, TWC had completed both the conversion to digital video and the high-speed data upgrades known as TWC Maxx in the following DMAs:

- Austin
- Los Angeles
- New York City

As of August 1, 2015, TWC had completed only the conversion to digital video in the following DMAs (additionally, the cable systems acquired by TWC from Insight were converted to digital video in 2012):

- Augusta
- Dallas

- Kansas City
- Raleigh

As of August 1, 2015, TWC had completed only the conversion to high-speed data in the following DMA:

- San Antonio

TWC refers to Exhibit 73-01 that provides more detailed information regarding TWC Maxx upgrades. Exhibits 73-02 to 73-09 provide further detail on past Maxx upgrades.

October 13 Response to Specification 73(a)(ii):

By the end of 2015, TWC plans to have completed both the conversion to digital video and the high-speed data upgrades known as TWC Maxx in the following DMAs:

- {{

}}

By the end of 2015, TWC plans to have completed only the conversion to digital video in the following DMA:

- {{ }}

By the end of 2015, TWC plans to have completed only the conversion to high-speed data in the following DMA:

- {{ }}

TWC refers to Exhibit 73-01 that provides more detailed information regarding TWC Maxx upgrades.

October 13 Response to Specification 73(a)(iii):

{{ }}. TWC's Maxx initiative has been developed and implemented as a three-year plan, with the goal of upgrading approximately 75% of TWC's service areas by the end of 2016 (with roughly one quarter of the Company's broadband subscriber base scheduled for Maxx upgrades in each calendar year). {{

}}

After 2015, TWC has committed plans to complete only the conversion to digital video in the following DMAs:

- {{
}}

October 13 Response to Specification 73(a)(iv):

{{
Except as discussed above in response to request 73(a)(iii), {{
}}

October 13 Response to Specification 73(b)(i):

TWC attaches Exhibits 73-01 through 73-08 regarding TWC's planned deployments of TWC Maxx. These documents represent all forward-looking plans produced by the company with regard to Maxx deployment.

TWC does not intend to modify its Maxx deployment plans as a result of the proposed transaction and has no documents regarding the impact of the transaction on Maxx.

October 13 Response to Specification 73(b)(ii):

TWC refers to its response to request 73(b)(i), above.

October 13 Response to Specification 73(b)(iii):

TWC does not intend to modify its Maxx deployment plans as a result of the proposed transaction and has no documents regarding either the acceleration or the deceleration of such plans.

Supplemental Response to Specification 73:

Although {{

}} TWC's broadband Internet access services are delivered (and upgraded) in network control units that do not align perfectly with TWC's systems or markets, or with other official geographic units. TWC has made an effort to correlate these network control units to Designated Marketing Areas ("DMAs") and lists below the following DMAs in which TWC has no current plans to upgrade to Maxx:

- {{

}}